新華文軒出版傳媒股份有限公司
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 811)

CLARIFICATION ANNOUNCEMENT; AND VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETING, DOMESTIC SHARES CLASS MEETING AND H SHARES CLASS MEETING HELD ON 8 MARCH 2013

Reference is made to the circular (the "**Circular**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 5 February 2013. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

(I) Clarification

Reference is made to the Notice of EGM of the Company dated 18 January 2013. The Company wishes to clarify a clerical error made in the special resolution No.8 of the Notice of EGM in relation to the approval and confirmation to the proposed amendments to the supervisory committee meeting rules. Accordingly, the said special resolution No.8 should be amended as "and to authorize the Supervisory Committee to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders)" instead of "and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders)". Before the voting of the special resolution No.8, the Company had made the above clarification to all the attending Shareholders and proxy in the EGM and all attending Shareholders and proxy agreed with the said amendment.

(II) Extraordinary General Meeting

The extraordinary general meeting (the "**EGM**") of the Company was held at 9:30 a.m. on Friday, 8 March 2013 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the "**PRC**"). The convening of the EGM was in accordance with the Company Law of the PRC and the articles of association (the "**Articles of Association**") of the Company.

As at the date of the EGM, the total issued share capital of the Company comprised of 1,135,131,000 shares (the "**Shares**") entitling the holders to attend the EGM and vote for or against the resolutions put forward at the EGM (the "**EGM Resolutions**"). Shareholders holding an aggregate of 793,853,705 voting Shares, representing approximately 69.93% of the total issued shares of the Company, attended the EGM either in person or by proxy. No shareholder was required to abstain from voting on the EGM Resolutions. There was no Share entitling the holder to attend the meeting and vote only against the EGM Resolutions. Vote on all the EGM Resolutions was taken by poll. Computershare Hong Kong Investor Services Limited, the Company's H share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking of the poll at the EGM.

The poll results in respect of the resolutions passed at the EGM were as follows:

<table>
<tr><th colspan="2" rowspan="2">SPECIAL RESOLUTIONS</th><th colspan="2">No. of Votes (%)</th></tr>
<tr><th>For</th><th>Against</th></tr>
<tr><td>1</td><td>Subject to the obtaining of approvals of the CSRC and other relevant regulatory authorities, the issue of A Shares by the Company and each of the terms and conditions of the A Share Issue be approved and confirmed (please refer to the Notice of EGM for the full text of this resolution);</td><td>793,853,705
(100%)</td><td>0
(0%)</td></tr>
<tr><td colspan="4">As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</td></tr>
<tr><td>2</td><td>Subject to the passing of the abovestated special resolution (1) at the EGM and class general meetings and conditional upon the completion of the A Share Issue, after deducting the expenses incurred in the proposed A Share Issue, to approve the use of the proceeds obtained from the proposed A Share Issue in financing the projects with an estimated total amount of approximately RMB1,418,000,000 (please refer to the Notice of EGM for the full text of this resolution);</td><td>793,853,705
(100%)</td><td>0
(0%)</td></tr>
<tr><td colspan="4">As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</td></tr>
<tr><td>3</td><td>Subject to the passing of the abovestated special resolution (1) at the EGM and class general meetings and conditional upon the completion of the A Share Issue, to approve and confirm the Dividends Distribution Plan (please refer to the Notice of EGM for the full text of this resolution);</td><td>793,853,705
(100%)</td><td>0
(0%)</td></tr>
<tr><td colspan="4">As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</td></tr>
<tr><td>4</td><td>Subject to the passing of the abovestated special resolution (1) at the EGM and class general meetings, to approve and authorize the Board to process the A Share Issue and the related matters in accordance with the relevant requirements of the CSRC, Hong Kong Stock Exchange and Shanghai Stock Exchange (please refer to the Notice of EGM for the full text of this resolution);</td><td>793,853,705
(100%)</td><td>0
(0%)</td></tr>
<tr><td colspan="4">As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</td></tr>
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<tr><th colspan="2" rowspan="2">SPECIAL RESOLUTIONS</th><th colspan="2">No. of Votes (%)</th></tr>
<tr><th>For</th><th>Against</th></tr>
<tr><td>5</td><td>Subject to the passing of the abovestated special resolution (1) at the EGM and class general meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendments to the Articles of Association, and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendments to the Articles of Association;</td><td>793,853,705
(100%)</td><td>0
(0%)</td></tr>
<tr><td colspan="4">As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</td></tr>
<tr><td>6</td><td>Subject to the passing of the abovestated special resolution (1) at the EGM and class general meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendments to the general meeting rules, and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendments to the general meeting rules;</td><td>793,853,705
(100%)</td><td>0
(0%)</td></tr>
<tr><td colspan="4">As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</td></tr>
<tr><td>7</td><td>Subject to the passing of the abovestated special resolution (1) at the EGM and class general meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendments to the board meeting rules, and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendments to the board meeting rules;</td><td>793,853,705
(100%)</td><td>0
(0%)</td></tr>
<tr><td colspan="4">As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</td></tr>
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SPECIAL RESOLUTIONS		No. of Votes (%)	
		For	Against
8	Subject to the passing of the abovestated special resolution (1) at the EGM and class general meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendments to the supervisory committee meeting rules, and to authorize the Supervisory Committee to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendments to the supervisory committee meeting rules;	793,853,705 (100%)	0 (0%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
9	Subject to the passing of the abovestated special resolution (1) at the EGM and class general meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendments to the connected transaction system, and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendments to the connected transaction system;	793,853,705 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
10	Subject to the passing of the abovestated special resolution (1) at the EGM and class general meetings and conditional upon the completion of the A Share Issue, to approve and confirm the adoption of the working system of the independent Directors, and to authorize the Board to modify the wordings of the working system of the independent Directors as appropriate (such modifications will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the adoption, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the adoption of the working system of the independent Directors;	793,853,705 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
11	Subject to the passing of the abovestated special resolution (1) at the EGM and class general meetings and conditional upon the completion of the A Share Issue, to approve and confirm the adoption of the management approach for external guarantees, and to authorize the Board to modify the wordings of the management approach for external guarantees as appropriate (such modifications will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the adoption, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the adoption of the management approach for external guarantees.	793,853,705 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

(III) Domestic Shares Class Meeting

The domestic shares class meeting (the "**Domestic Shares Class Meeting**") of the Company was held at 10:30 a.m. on Friday, 8 March 2013 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC. The convening of the Domestic Shares Class Meeting was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the Domestic Shares Class Meeting, the total issued domestic shares of the Company comprised of 693,193,900 shares (the "**Domestic Shares**") entitling the holders to attend the Domestic Shares Class Meeting and vote for or against the resolution put forward at the Domestic Shares Class Meeting (the "**Domestic Shares Class Meeting Resolution**"). Shareholders holding an aggregate of 693,193,900 voting Domestic Shares, representing approximately 100% of the total issued Domestic Shares of the Company, attended the Domestic Shares Class Meeting either in person or by proxy. No holder of Domestic Shares was required to abstain from voting on the Domestic Shares Class Meeting Resolution. There was no Domestic Share entitling the holder to attend the meeting and vote only against the Domestic Shares Class Meeting Resolution. Vote on all the Domestic Shares Class Meeting Resolution was taken by poll. Computershare Hong Kong Investor Services Limited, the Company's H share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking of the poll at the Domestic Shares Class Meeting.

The poll result in respect of the resolution passed at the Domestic Shares Class Meeting was as follows:

SPECIAL RESOLUTION		**No. of Votes (%)**	
		For	**Against**
1	Subject to the obtaining of approvals of the CSRC and other relevant regulatory authorities, the issue of A Shares by the Company and each of the terms and conditions of the A Share Issue be approved and confirmed (please refer to the Notice of Domestic Shares Class Meeting for the full text of this resolution).	693,193,900 (100%)	0 (0%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

(IV) H Shares Class Meeting

The H shares class meeting (the "**H Shares Class Meeting**") of the Company was held at 11 a.m. on Friday, 8 March 2013 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC. The convening of the H Shares Class Meeting was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the H Shares Class Meeting, the total issued H shares of the Company comprised of 441,937,100 shares (the "**H Shares**") entitling the holders to attend the H Shares Class Meeting and vote for or against the resolution put forward at the H Shares Class Meeting (the "**H Shares Class Meeting Resolution**"). Shareholders holding an aggregate of 85,995,990 voting H Shares, representing approximately 19.46% of the total issued H Shares of the Company, attended the H Shares Class Meeting either in person or by proxy. No holder of H Shares was required to abstain from voting on the H Shares Class Meeting Resolution. There was no H Share entitling the holder to attend the meeting and vote only against the H Shares Class Meeting Resolution. Vote on all the H Shares Class Meeting Resolution was taken by poll. Computershare Hong Kong Investor Services Limited, the Company's H share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking of the poll at the H Shares Class Meeting.

The poll result in respect of the resolution passed at the H Shares Class Meeting was as follows:

SPECIAL RESOLUTION		**No. of Votes (%)**	
		For	**Against**
1	Subject to the obtaining of approvals of the CSRC and other relevant regulatory authorities, the issue of A Shares by the Company and each of the terms and conditions of the A Share Issue be approved and confirmed (please refer to the Notice of H Shares Class Meeting for the full text of this resolution).	85,995,990 (100%)	0 (0%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

By order of the Board
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD. *
Gong Cimin
Chairman

Sichuan, the PRC, 8 March 2013

As at the date of this announcement, the Board comprises (a) Mr. Gong Cimin and Mr. Luo Yong as executive Directors; (b) Mr. Zhang Chengxing, Mr. Luo Jun and Mr. Zhao Junhuai as non-executive Directors; and (c) Mr. Chan Yuk Tong, Mr. Han Xiaoming and Mr. Han Liyan as independent non-executive Directors.

* *For identification purposes only*